



ESDS SOFTWARE SOLUTION LIMITED

CIN: U72200MH2005PLC155433

Reg. Office: Plot No. B-24 & 25, NICE Area, M.I.D.C. Satpur, Nasik 422007

Tel: 0253-7112244; Website: www.esds.co.in; e-mail: secretarial@esds.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that, pursuant to Sections 102, 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "**the Rules**") including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") read with Circular No. 09/2024 dated September 19, 2024, and any other circulars in this regard, the latest being 3/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("**MCA**") ('hereinafter collectively referred to as **MCA Circulars**', read with applicable SEBI Circulars, ESDS Software Solution Limited (the "**Company**") is issuing this Notice to seek approval of the Members for the proposed resolution as set out herein below, by the way of Postal Ballot through voting by electronic means ("**e-Voting**") only.

Further, in terms of Sections 108 and 110 and other applicable provisions of the Act, as amended, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its members holding shares in physical or dematerialized form as on the cut-off date, being Friday, May 15, 2026, to exercise their right to vote by electronic means on the business/(es) specified in the Notice as mentioned above. Pursuant to the MCA Circulars, you are requested to communicate your assent or dissent through the remote e-voting system only. Accordingly, the Postal Ballot Notice including the instructions for e-Voting is enclosed herewith.

The resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 and any other provisions as may be applicable of the Act, setting out all material facts and reasons for the proposal are annexed hereto for consideration of the Members.

The Notice will be placed on the website of the Company www.esds.co.in and the website of MUFG Intime India Private Limited (erstwhile known as Link Intime India Private Limited) ("**MUFG Intime**") <https://instavote.linkintime.co.in>.

In compliance with the aforesaid MCA Circulars, the Listing Regulations and other applicable provisions of the Act and MCA Rules, as amended from time to time, and SS-2 on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Depository Participant/ the Company's Registrar and Share Transfer Agent (RTA), viz. MUFG Intime India Private Limited.

The Company has provided remote e-voting facility to its members to cast their votes electronically. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Company has appointed Mr. Sagar Kulkarni (Membership No. F11770/ C. P. No.18046) of M/s. S.V. Kulkarni & Associates, Company Secretaries, Nashik, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot forms to the Members of the Company and no physical ballot forms will be accepted.

The members shall exercise their right to vote on the matters included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by MUFG Intime India Private Limited. The e-voting period commences on Wednesday, May 20, 2026 at 09.00 A.M IST and ends on Thursday, June 18, 2026 at 05.00 P.M IST (both days inclusive). The members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 05.00 P.M IST Thursday, June 18, 2026.

Remote e-voting will be deactivated by MUFG Intime India Private Limited immediately thereafter and will not be allowed beyond the said date and time.

The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on Thursday, June 18, 2026, and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.

The Scrutinizer will submit his report to the Chairman or in his absence, any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through remote e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the Company or any other person authorized by him, on or before Saturday, June 20, 2026. The results of the Postal Ballot will be hosted on the Company's website: www.esds.co.in and the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> and will be displayed on the Notice Board of the Company at its Registered Office.

SPECIAL BUSINESS:

Item No. 1

Re-appointment of Mr. Thandankorai Ganapathy Dhandapani (DIN: 09239677) as an Independent Director of the Company for a second (2nd) term of five (5) consecutive years w.e.f. 28th July 2026 and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Thandankorai Ganapathy Dhandapani (DIN: 09239677), who was appointed as an Independent Director of the Company for first (1st) term of five years up to 27th July 2026 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second (2nd) term of five (5) consecutive years, i.e. from 28th July 2026 up to 27th July 2031.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Item No. 2

Re-appointment of Ms. Pamela Kumar (DIN: 07616165) as an Independent Director of the Company for a second (2nd) term of five (5) consecutive years w.e.f. 28th July 2026 and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Pamela Kumar (DIN: 07616165), who was appointed as an Independent Director of the Company for first (1st) term of five years up to 27th July 2026 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second (2nd) term of five (5) consecutive years, i.e. from 28th July 2026 up to 27th July 2031.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Item No. 3

To re-appoint Ms. Komal Piyush Somani (DIN: 08477154), Chief Human Resource Officer and Chief Marketing Officer, as a Whole-time Director of the Company for a period of five (5) years from 28th July, 2026 and the remuneration payable to her on her appointment and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "**the Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) the relevant provision of the Articles of Association of the Company, and subject to such approvals as may be required and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors, the appointment of Ms. Komal Piyush Somani (DIN: 08477154), Chief Human Resource Officer and Chief Marketing Officer of the Company, who was appointed as Whole-time Director pursuant to the provisions of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, as a Whole-time Director of the Company, for a period of five (5) years with effect from 28th July, 2026, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Postal Ballot Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of appointment of Ms. Komal Piyush Somani, as Whole-time Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification

or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Ms. Komal Piyush Somani, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee of the Board of Directors of the Company, be and is hereby by authorised to fix and finalize the components of Fixed and Variable remuneration, to be payable to Ms. Komal Piyush Somani.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee of the Board of Directors of the Company, be and is hereby by authorised to specify the criteria for variable remuneration to be payable to Ms. Komal Piyush Somani.

RESOLVED FURTHER THAT in the absence or an inadequacy of profits in any financial years, she shall be paid the remuneration, allowances and perquisites, if any, within the ceiling specified and as set out in the explanatory statement annexed to this Postal Ballot Notice as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company and to do all such acts, deeds, matters and things, as may be considered deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No.4

To approve alteration of articles of association of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended), and the consent of the members of the Company be and is hereby accorded to alter the Articles of Association (“AoA”) of the Company in the following manner:

(i) Insertion of New Article 105:

The following new Article 105 be inserted after the existing Article 104 of the AoA:

105. LOCK-IN OF EQUITY SHARES / MARKING OF SHARES AS NON-TRANSFERABLE

Notwithstanding anything to the contrary contained in these Articles, where any Equity Shares held by persons other than Promoters are required to be locked-in and such lock-in cannot be created or recorded by Depositories for any reason whatsoever including where such Equity Shares are (a) subject to pledge; or (b) under “freeze balance” or “safe keep balance”; or (c) any other form of encumbrance as may be recorded with the Depositories, on a day prior to the commencement of the lock-in period, the Company shall have the power to issue instructions to the Depositories, within such timelines and manner as may be required under the applicable law, including circulars issued by the relevant depositories, directing them to record such Equity Shares as “non-transferable” for the duration of the applicable Lock-in Period. The aforementioned Equity Shares shall be treated as locked-in for the Lock-in Period as specified under the SEBI ICDR Regulations.

In the event of invocation of the pledge on such Equity Shares by the pledgee or exercise of lien on such Equity Shares by any person pursuant to an order or directions of any court, tribunal, any government agency, SEBI or any other authority made or given under any law for the time being in force, whether in whole or in part, the Equity Shares so transferred or received by the pledgee upon such invocation or by such other person upon exercise of lien shall continue to remain locked-in in the demat account of the pledgee for the balance Lock-in Period.

In the event of release of the pledge of such Equity Shares by the pledgee, whether in whole or in part, the Equity Shares so released shall continue to remain locked-in in the demat account of the pledgor for the balance Lock-in Period.

For the purposes of this Article, (a) "Lock-in Period" means the period for which the entire pre-issue capital of the Company held by persons other than the Promoters and equity shares specified under the proviso to Regulation 17(1) of the SEBI ICDR Regulations, in case of the initial public offering, is locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations; and (b) "SEBI ICDR Regulations" shall mean the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

The Board is authorised to take all steps, furnish all declarations and issue all instructions necessary to implement such lock-in and to remove such marking upon expiry of the relevant lock-in period or as otherwise permitted under applicable law.

Notwithstanding anything contained in these Articles, provisions of this Article shall override any other provisions in these Articles relating to the transfer and transmission of Equity Shares during the applicable Lock-in Period.

(ii) Re-numbering of Existing Article 105 as Article 106:

The existing Article 105 of the AoA (and all internal cross-references thereto appearing elsewhere in the AoA) be and is hereby re-numbered as Article 106, with no alteration to its text or substance, with effect from the date of passing of the requisite Special Resolution by the shareholders of the Company.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents, instruments, forms, applications, and writings as may be necessary, expedient or incidental to give effect to the above resolutions, including representing the Company before the Registrar of Companies and any other authority, and to settle any question or difficulty that may arise in this regard, without further reference to the Board.

For and on behalf of the Board of Directors

SD/-

(Piyush Somani)
Managing Director
(DIN: 02357582)

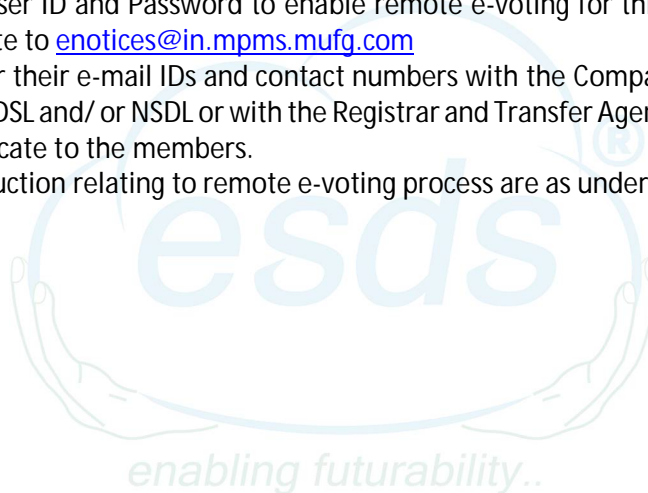
Place : Nashik
Date : 18.05.2026

Registered Office:
Plot No. B-24 & 25, NICE Area,
M.I.D.C. Satpur, Nashik 422007
CIN: U72200MH2005PLC155433
Tel.: 0253-7112244
Website: www.esds.co.in
e-mail: secretarial@esds.co.in

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached and forms part of the Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is 15th May, 2026 ("**Cut-off Date**"). A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Postal Ballot Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings / conducting postal ballot process through e-voting vide General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") and other relevant circulars in this regard ('hereinafter collectively referred to as **MCA Circulars**') and circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 issued by Securities and Exchange Board of India ("**SEBI Circular**"). The Notice shall also be uploaded on the website of the Company viz. www.esds.co.in and on the e-voting website of MUFG Intime viz. <https://instavote.linkintime.co.in/>
4. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions. In accordance with MCA Circulars and provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**the SEBI Listing Regulations**") and rules/ regulations mentioned thereto, the physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only instead of submitting the postal ballot form.
5. SEBI vide its Circular SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024 read with Circular SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, stated that all the listed companies shall intimate its securities holders holding in physical mode to comply with the requirements of registration/updatation of valid PAN and KYC details with them/their RTAs for the folios wherein the details are missing and are not registered. As per the Circular any request/complaint from the holder/claimant shall be entertained only after the folio is fully KYC compliant as per the Circular. The holders are also requested to update/furnish their Nomination details.
6. The necessary documents and forms for updating the aforesaid KYC details are available on RTA's website at <https://in.mpms.mufg.com/> or can be obtained by writing to the RTA at investor.helpdesk@in.mpms.mufg.com or logging in to SWAYAM Portal: <https://swayam.in.mpms.mufg.com/>
7. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the SEBI Listing Regulations and in accordance with the MCA/ SEBI Circulars, the Company has engaged MUFG Intime as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("**remote e-voting**"). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
8. E-voting shall commence on **Wednesday, May 20, 2026, at 9:00 A.M. (IST)** and end on **Thursday, June 18, 2026, at 5:00 P.M. (IST)**. The e-voting module shall be disabled for voting thereafter.
9. The Board has appointed severally appointed Mr. Sagar Kulkarni (Membership No. F11770/ C. P. No.18046) of M/s. S.V. Kulkarni & Associates, Company Secretaries, Nashik as the Scrutinizer for conducting the e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

10. Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or to the person authorised by him as soon as possible after the last date of e-voting but not later than seven days from the end of e-voting. The results of the e-voting/postal ballot will be declared on or before Saturday, June 20, 2026, at the Registered Office of the Company and displayed there and on the website of the Company, on the website of MUFG Intime.
11. The Postal Ballot Notice is also being uploaded on the Company's website, www.esds.co.in and MUFG Intime India Private Limited.
12. Resolution(s) passed by the members through postal ballot/e-voting shall be deemed to have been passed as if they have been passed at a general meeting of the members. The resolution(s), if approved by the requisite votes of members by means of postal ballot/e-voting, shall be deemed to have been passed on the last date of voting, i.e. Thursday, June 18, 2026.
13. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
14. Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting https://web.in.mpms.mufig.com/EmailReg/Email_Register.html Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to enotices@in.mpms.mufig.com
15. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., MUFG Intime to enable the Company to communicate to the members.
16. The information and instruction relating to remote e-voting process are as under (on next page):



REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

➤ Individual Shareholders holding securities in demat mode with NSDL

● METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

● METHOD 2 - NSDL IDeAS facility

I. Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II. Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



● METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.

- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

➤ **Individual Shareholders holding securities in demat mode with CDSL**

• **METHOD 1 – CDSL e-voting page**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

• **METHOD 2 - CDSL Easi/ Easiest facility:**

I. Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com click on "Login" and select "My Easi New (Token)".
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II. Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

➤ **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.

- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

I. Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. , registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

II. Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. , registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders, holding shares in NSDL form, shall provide 'point 4' above.

Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.

Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

- **STEP 2: Steps to cast vote for Resolutions through InstaVote**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered email address](mailto:registered_email_address).

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

Instavote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Follo no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

For and on behalf of the Board

Sd/-

(Piyush Somani)
Managing Director
(DIN: 02357582)

Place: Nashik
Date: 18.05.2026



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

Re-appointment of Mr. Thandankorai Ganapathy Dhandapani (DIN: 09239677) as an Independent Director of the Company for a second (2nd) term of five (5) consecutive years w.e.f. 28th July 2026

The members at their eighth (8th) extra-ordinary general meeting (FY 2021-22) held on 27th August 2021 had appointed Mr. Thandankorai Ganapathy Dhandapani as an Independent Director of the Company for first (1st) term of five (5) consecutive years from 28th July 2021 up to 27th July 2026, pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI Listing Regulations. His first term will be coming to an end on 27th July 2026.

The Nomination and Remuneration Committee ("NRC"), after taking into account the performance of Mr. Thandankorai Ganapathy Dhandapani during his first term of five (5) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 13th May 2026, has recommended to the Board his re-appointment for a second (2nd) term of five (5) years with effect from 28th July 2026. The NRC has considered his diverse skills, leadership traits, expertise in financial and technical management, and vast business experience, among others, as some of the capabilities required for this role.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution.

The Board, considers that, given Mr. Thandankorai Ganapathy Dhandapani's professional background, experience and contributions made by him during his tenure, the continued association of Mr. Thandankorai Ganapathy Dhandapani would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Thandankorai Ganapathy Dhandapani as an Independent Director of the Company, not liable to retire by rotation, for a second (2nd) term of five (5) consecutive years on the Board of the Company, on the basis of recommendation of NRC.

Mr. Thandankorai Ganapathy Dhandapani is not disqualified for being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received declaration from Mr. Thandankorai Ganapathy Dhandapani that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Thandankorai Ganapathy Dhandapani fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Mr. Thandankorai Ganapathy Dhandapani for the office of the director.

The copy of draft letter of appointment setting out the terms and conditions of his appointment is available electronically for inspection by the Members.

Brief profile and other requisite details including Directorships and Committee positions of Mr. Thandankorai Ganapathy Dhandapani is as given in Annexure A & A1 to this Notice.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Thandankorai Ganapathy Dhandapani is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in item 1 of the notice.

The Board of Directors based on the recommendation of NRC considers the re-appointment of Mr. Thandankorai Ganapathy Dhandapani as an Independent Director in the interest of the Company and recommends the special resolution set out at Item No. 1 of the Notice for approval by members.

Item No. 2

Re-appointment of Ms. Pamela Kumar (DIN: 07616165) as an Independent Director of the Company for a second (2nd) term of five (5) consecutive years w.e.f. 28th July 2026

The members at their eighth (8th) extra-ordinary general meeting (FY 2021-22) held on 27th August 2021 had appointed Ms. Pamela Kumar (DIN: 07616165) as an Independent Director of the Company for first (1st) term of five (5) consecutive years from 28th July 2021 up to 27th July 2026, pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI Listing Regulations. Her first term will be coming to an end on 27th July 2026.

The Nomination and Remuneration Committee ("NRC"), after taking into account the performance of Ms. Pamela Kumar (DIN: 07616165) during her first term of five (5) years and considering her knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 13th May 2026, has recommended to the Board her re-appointment for a second (2nd) term of five (5) years with effect from 28th July 2026. The NRC has considered her diverse skills, leadership traits, expertise in Information technology and business management, and vast business experience, among others, as some of the capabilities required for this role.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution.

The Board, considers that, given Ms. Pamela Kumar's professional background, experience and contributions made by her during her tenure, the continued association of Ms. Pamela Kumar would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Pamela Kumar as an Independent Director of the Company, not liable to retire by rotation, for a second (2nd) term of five (5) consecutive years on the Board of the Company, on the basis of recommendation of NRC.

Ms. Pamela Kumar is not disqualified for being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as Director of the Company.

The Company has also received declaration from Ms. Pamela Kumar that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Ms. Pamela Kumar fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of Management.

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Ms. Pamela Kumar for the office of the director.

The copy of draft letter of appointment setting out the terms and conditions of her appointment is available electronically for inspection by the Members.

Brief profile and other requisite details including Directorships and Committee positions of Ms. Pamela Kumar is as given in Annexure A & A1 to this Notice.

None of the Directors or Key Managerial Personnel or their relatives, except Ms. Pamela Kumar is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in item 2 of the notice.

The Board of Directors based on the recommendation of NRC considers the re-appointment of Ms. Pamela Kumar as an Independent Director in the interest of the Company and recommends the special resolution set out at Item No. 2 of the Notice for approval by members.

Item No. 3

Re-appointment of Ms. Komal Piyush Somani (DIN: 08477154), Chief Human Resource Officer and Chief Marketing Officer, as a Whole-time Director of the Company

The members at their eighth (8th) extra-ordinary general meeting (FY 2021-22) held on 27th August 2021 had appointed Ms. Komal Piyush Somani (DIN: 08477154), Chief Human Resource Officer and Chief Marketing Officer, as a Whole-time Director in accordance with the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company.

Ms. Komal Piyush Somani has conveyed her consent to act as a Whole-time Director of the Company and has also confirmed that she is not disqualified for being appointed as such in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

Considering her vast experience, exceptional leadership capabilities, entrepreneurial vision and involvement in critical business matters and solution thereof, the Board of Directors, pursuant to the recommendations of the NRC, decided that it would be in the best interest of the Company to appoint her on the Board as a Whole-time Director as she fulfills the requisite criteria laid down and as required in the context of the Company's business and sector it operates in.

In view of the same it is proposed to re-appointment Ms. Komal Piyush Somani as a Whole-time Director of the Company for a period of five (5) years, effective from 28th July, 2026.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Whole-time Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of Ms. Komal Piyush Somani as a Director and Whole-time Director of the Company.

The material terms of the remuneration are given below:

1. Annual Remuneration: Not exceeding Rs.97,50,000/- (Rupees Ninety-Seven Lakhs Fifty Thousand only) inclusive of fixed and variable components, effective from April 01, 2026 with a provision for increase in remuneration of not more than 30% per annum over the remuneration of the previous year which would be subject to recommendation by the Nomination & Remuneration Committee, the Audit Committee and approval of the Board on an annual basis.
2. Leave Encashment at the end of the tenure as per Company's HR Policy;
3. Contributions to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these, either singly or put together, are not taxable under the Income-Tax Act, 1961 as per Company's HR Policy.
4. Perquisites: She shall be entitled to:
 - Contribution by the Company to Personal Accident insurance, Mediclaim insurance, Keyman Insurance policies obtained by the Company; and
 - Company maintained Chauffeur driven car for Company's business purposes;
 - Telephone, cell phone and such other means of communications like laptop, internet facilities at residence for business purpose which would not be considered as perquisites;
 - The terms and conditions of the said appointment and agreement may be altered and varied from time to time by the Board, as it may, in its discretion, deem fit within the maximum amount payable to the Whole-time Director as per the amount approved by the shareholders and subject to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Act for the time being in force, read with Schedule V thereto as amended from time to time;
 - She would be paid remuneration with a provision for increase in remuneration of not more than 30% per annum over the previous year which will be decided and recommended by Nomination & Remuneration Committee and Audit Committee, subject to Board approval on an annual basis.
5. Gratuity payable at a rate not exceeding half month's salary for each completed year of service as per Company's HR Policy;

The Brief profile of Ms. Komal Piyush Somani and the details of her shareholding in the Company, as per requirements of the Companies Act, 2013, the rules made there under and the SS-2 are given in Annexure A & A2.

In the event of loss or inadequacy of profits for any Financial Year, the above remuneration will be paid to her as the Minimum remuneration, which will be within the maximum ceiling limit specified under Part II of Section II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of

The additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is provided in Annexure A & A2.

None of the Directors / Key Managerial Personnel of the Company and their relatives except Ms. Komal Piyush Somani and Mr. Piyush Somani (Spouse of Ms. Komal Somani) and their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company. Further, Ms. Komal Piyush Somani, Mr. Piyush Somani and their relatives shall not be entitled to vote on the resolution as set out at Item No.3 of the Notice.

Item No. 4

To approve alteration of articles of association of the Company

The Board noted that the Securities and Exchange Board of India ("SEBI") notified amendments to the ICDR (Issue of Capital and Disclosure Requirements) Regulations on March 21, 2026. Under sub-regulation (2) of Regulation 17, it has been mandated that in cases where lock-in of the specified securities cannot be created, the depositories shall, upon receipt of instruction from the Issuer, record such securities as 'non-transferable' for the duration of the applicable lock-in period.

This regulatory change addresses a longstanding operational challenge faced by Issuers during the Initial Public Offering (IPO) process, specifically the inability to impose the mandatory lock-in on pre-IPO capital where the underlying securities are in a pledged or frozen state at the time of the IPO.

Further, this SEBI ICDR Amendment necessitates a corresponding amendment to the Articles of Association ("AoA") of the Issuer Company. The AoA, being the constitutional document governing the internal management and transfer of securities of the Company, must be aligned with the revised regulatory framework to give effect to the 'non-transferable' designation introduced under Regulation 17(2).

The AoA currently governs the conditions under which shares may be transferred, pledged, or otherwise encumbered. The concept of 'non-transferability' as distinct from 'lock-in' or 'pledge/freeze' is not contemplated under the existing AoA.

A new Article is required to be inserted to provide that, in compliance with applicable SEBI regulations (including ICDR Regulations), where lock-in of specified securities cannot be created due to their pledge or freeze status, such securities shall be recorded as 'non-transferable' by the depository upon receipt of instructions from the Company, for the duration of the applicable lock-in period.

Additionally, any alteration to the AoA requires approval of the shareholders by way of a Special Resolution.

The existing Article 105 of the AoA requires to be re-numbered as Article 106 consequent upon the insertion of the new Article 105 as proposed herein, so as to maintain the continuity and integrity of the AoA.

None of the Directors or Key Managerial Personnel or their relatives, are directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in item 4 of the notice.

The Board of Directors recommends the special resolution set out at Item No. 4 of the Notice for approval by members.

All documents referred to in the Notice and Explanatory Statement are available for inspection electronically on all working days except Saturdays and Sundays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice up to the last date of remote e-voting i.e. up to June 18, 2026.

Any Member interested in inspection may write to us. Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests to secretarial@esds.co.in from their registered email addresses mentioning their names, folio numbers, DP ID and Client ID.

Annexure A

Details as per Secretarial Standard - 2 and Regulation 36(3) of the SEBI Listing Regulations

Brief Profile of Mr. Thandankorai Ganapathy Dhandapani:

Mr. Thandankorai Ganapathy Dhandapani, Independent Director, holds a bachelor's degree in commerce from the University of Madras and is an associate member of the Institute of Chartered Accountants of India. He has completed the global program for management development by Ross School of Business, Michigan and the international seminar on TQC for Top Management organized by the Union of Japanese Scientists and Engineers. He has over 38 years of experience in the information technology sector. He was previously associated with Sundaram-Clayton Limited as their chief information officer.

He has professional experience in the fields of Finance, Business planning, Operations, Projects and IT. He has been serving in TVS group for over 38 years and was accountable for IT strategy formulation, execution and maintenance for 10 companies including TVS Motor.

He has been recipient of CIO Gold Award by CIOL-Dataquest Enterprise Connect awards 2007. He has been awarded South Asia Visionary 2008 by Symantec Corporation. He was honored as BEST CIO OF INDIA by Stars of the Industry Group and Asian Confederation of Businesses in 2012. He is CIO100 awardee for four consecutive years from 2008-11 and recipient of Super Achiever Award in 2012. He is recipient of Global CIO award by Information Week in 2011. He has been acknowledged by CIO association of India as top 3 best CIOs in India of 2013 and top two best CIOs in 2014.

Brief Profile of Ms. Pamela Kumar:

Ms. Pamela Kumar, Independent Director, holds a bachelor's degree in engineering from the Panjab University and a master's degree in science from Rutgers, The State University of New Jersey. She has completed the Executive General Management Programme conducted by the Indian Institute of Management, Bangalore. She has over 18 years of experience in the field of systems and technology. Previously, she has been associated with AT&T Information Systems, Centre for Development of Telematics, Network Programs (India) Private Limited., Alliance Semiconductor (India) Private Limited, Texas Instruments (India) Limited, IBM India Private Limited, Hewlett-Packard India Software Operation Private Limited, and has previously been appointed as a Director General, India's Telecom Standards Development Organisation.

Brief Profile of Ms. Komal Piyush Somani:

Ms. Komal Piyush Somani is a Promoter and Whole-time Director on our Board, the Chief Marketing Officer and Chief Human Resource Officer of our Company. She holds a bachelor's degree in engineering from the University of Pune. She has been associated with our Company since September 1, 2012. She has over 13 years of experience in the information technology sector. She is primarily responsible for overseeing the overall strategy, human resources and marketing functions of our Company. She has won several awards and recognitions such as "Most Innovative Woman of the Year – 2018" at the 2nd She Leads Summit and Awards, 2018, was ranked amongst the 50 Most Innovative HR Technology Leaders 2017, and amongst the 25 Most Innovative HR Tech Leaders – 2016 at the Asia Pacific HRM Congress. She was also awarded the Maharashtra Nari Ratna Award 2017, Tejaswini Sanmaan by Swaraj in 2017 and Nashik Best HR Leaders – 2017. She is also on the board of directors of Resvera Wines Limited and Imanes Private Limited. She is also actively involved in development of AI operations in the Company.

Annexure A1

Name	Mr. Thandankorai Ganapathy Dhandapani (DIN: 09239677)	Ms. Pamela Kumar (DIN: 07616165)
Date of Birth	18.04.1957	08.09.1960
Age	69 years	65 Years
Date of appointment	28.07.2021	28.07.2021
Relationship with other Directors inter-se	None	None
Qualification & Experience in specific functional area	As per above Annexure A.	As per above Annexure A.
Directorships held in other companies	Nil	Nil
Memberships/ Chairmanships of Committee in other public limited companies (includes only Audit Committee & Stakeholder Relationship Committee)	Nil	Nil
Shareholding, if any, in the Company	Nil	Nil
Terms and conditions of appointment	He is re-appointed as Independent Director for a second (2 nd) term of five (5) years effective from 28 th July, 2026	She is re-appointed as Independent Director for a second (2 nd) term of five (5) years effective from 28 th July, 2026
Remuneration last drawn (FY2025-26)	The total amount paid as sitting fee during FY2026 is Rs.9.30 Lakhs	The total amount paid as sitting fee during FY2026 is Rs.8.85 Lakhs
Details of remuneration sought to be paid	He will be eligible for payment of sitting fees, as payable to other non-executive & Independent directors of the Company as per the Remuneration Policy of the Company	She will be eligible for payment of sitting fees, as payable to other non-executive & Independent directors of the Company as per the Remuneration Policy of the Company
Attendance at Meetings of the Board during FY 24-25	Attended 6 board meetings out of 6 meetings liable to attend.	Attended 5 board meetings out of 6 meetings liable to attend.
Attendance at Annual General Meetings (AGMs) held in last 5 years	Nil	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil	Nil

Annexure A2

Particulars	Particulars
Name of the Director	Ms. Komal Piyush Somani
DIN	08477154
Date of birth	June 01, 1986
Age	39 years
Date of Appointment	July 28, 2021
Background / Brief Resume of the Director including nature of expertise in specific functional areas	As per Annexure A
No. of shares held in the Company as on March 31, 2026	1,01,74,322
Past Remuneration	Rs.97,50,000/- per annum
Details of remuneration sought to be paid	Rs.97,50,000/- per annum
Directorships (Excluding alternate directorship, directorships in foreign companies and companies under Section 8 of the Companies Act, 2013.	Resvera Wines Limited; Imanes Private Limited
Chairman/Member of the Committee of Board of Directors as on March 31, 2026;	
A. Audit Committee;	No
B. Stakeholders Relationship Committee	No
Inter-se relationship between the Directors / Key Managerial Person (KMP)	Ms. Komal Somani (DIN: 08477154) is spouse of Mr. Piyush Somani, Chairman & Managing Director of the Company.
No. of Board Meetings attended during FY 2025-26	6 out of 6 meetings she was liable to attend in the FY 2025-26